Amendments to the Claims

This Listing of the Claims will replace all prior versions, and listings, of claims in the application.

Listing of the Claims:

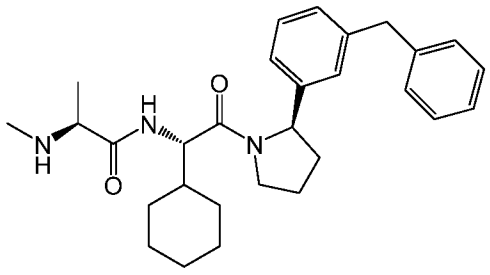
1.-20. (Cancelled).

21. (Previously Presented) A pharmaceutical composition which comprises a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of formula IV according to Claim 27.

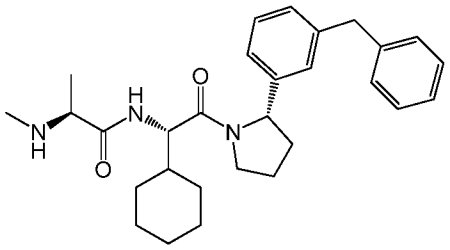
22. (Withdrawn and Currently Amended) A method of treating a proliferative disease which comprises administering a therapeutically effective amount of a compound of ~~formula I~~ formula IV according to ~~claim 1~~ Claim 27 to a mammal in need of such treatment.

23. (Withdrawn) A method of claim 22 wherein the mammal is a human.

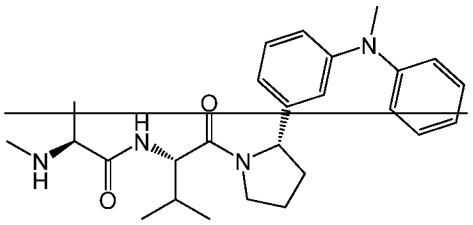
24. (Withdrawn and Currently Amended) A compound selected from the group consisting of



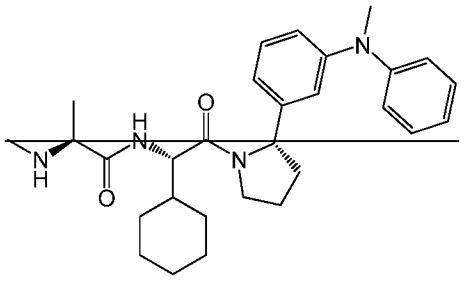
(S)-N-{(S)-2-[(R)-2-(3-Benzyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl}-2-methylamino-propionamide;



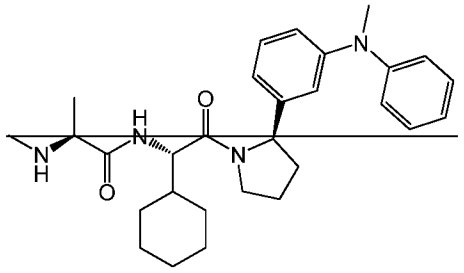
(S)-N-{(S)-2-[(S)-2-(3-Benzyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo-ethyl}-2- . methylamino-propionamide;



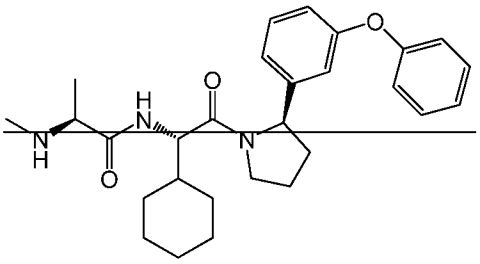
~~(S)-2-Methylamino-N((S)-2-methyl-1-{(S)-2-[3-(methyl-phenyl-amino)-phenyl]pyrrolidine-1-carbonyl}-propyl)-propionamide;~~



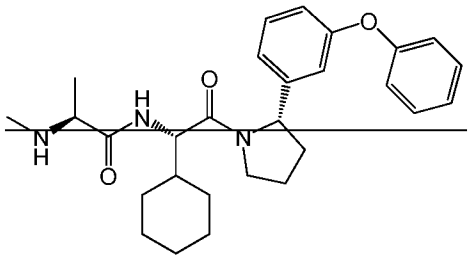
~~(S)-N-((S)-1-Cyclohexyl-2-{(S)-2-[3-(methyl-phenyl-amino)-phenyl]-pyrrolidin-1-yl}-2-oxo-ethyl)-2-methylamino-propionamide;~~



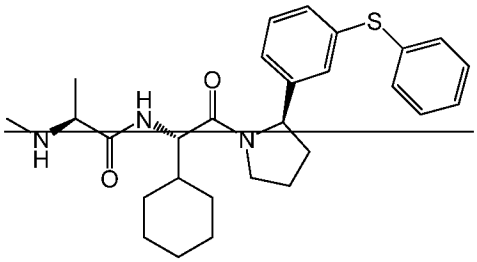
~~(S)-N-((S)-1-Cyclohexyl-2-{(R)-2-[3-(methyl-phenyl-amino)-phenyl]-pyrrolidin-1-yl}-2-oxo-ethyl)-2-methylamino-propionamide;~~



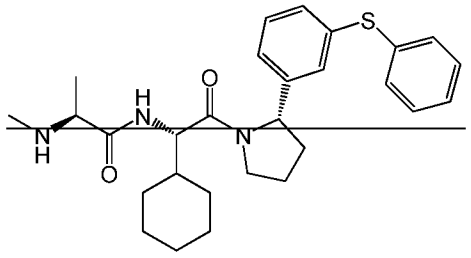
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(R)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl}-2-methylamino-propionamide;~~



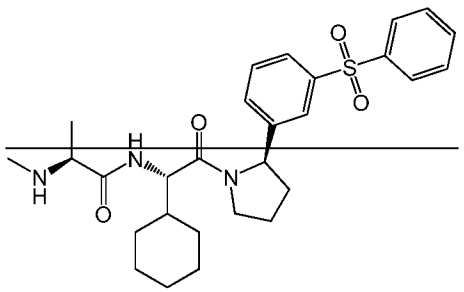
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl}-2-methylamino-propionamide;~~



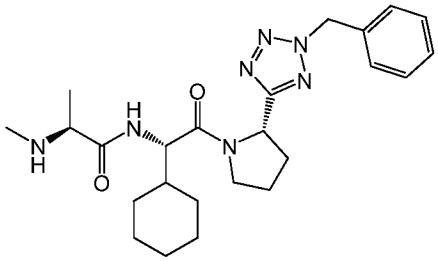
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(R)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl}-2-methylamino-propionamide;~~



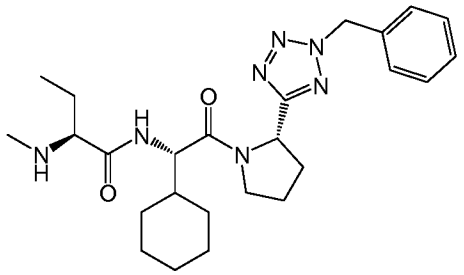
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl}-2-methylamino-propionamide;~~



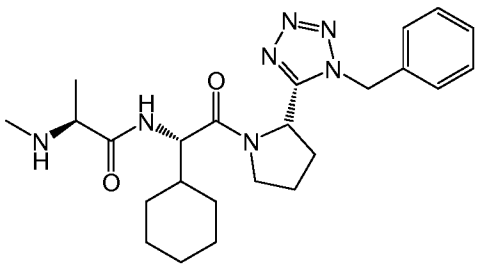
~~(S)-N-{(S)-2-[(R)-2-(3-Benzenesulfonyl-phenyl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-propionamide;~~



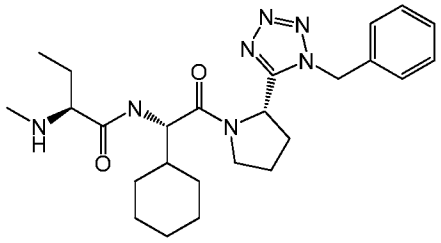
(S)-N-{(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxo- . ethyl}-2-methylamino-propionamide;



(S)-N-{(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-butyramide;



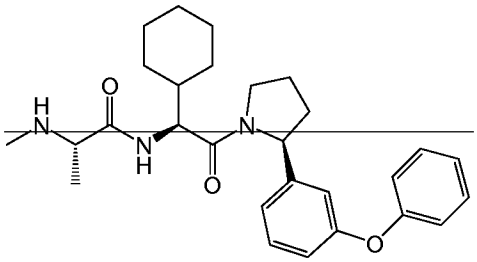
(S)-N-{(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino- propionamide; and



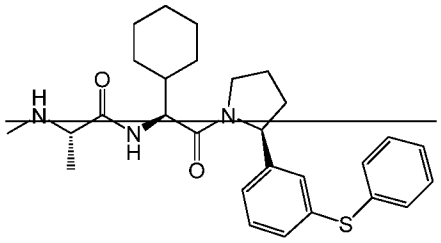
(S)-N-{(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-butyramide;
or a pharmaceutically acceptable salt thereof.

25. (Cancelled).

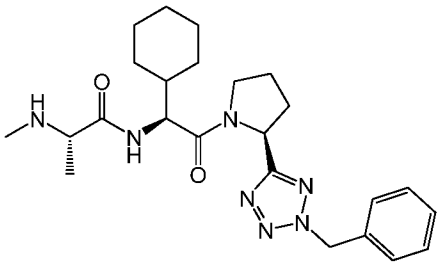
26. (Withdrawn and Currently Amended) A compound selected from the group consisting of



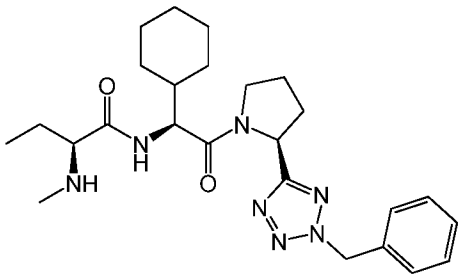
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenoxy-phenyl)-pyrrolidin-1-yl]-ethyl}-2-methylamino-propionamide;~~



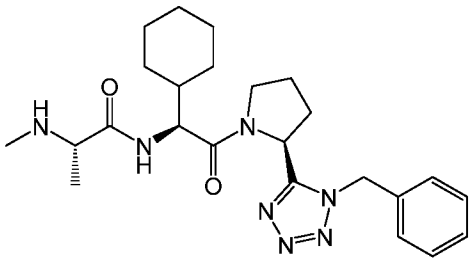
~~(S)-N-{(S)-1-Cyclohexyl-2-oxo-2-[(S)-2-(3-phenylsulfanyl-phenyl)-pyrrolidin-1-yl]ethyl}-2-methylamino-propionamide;~~



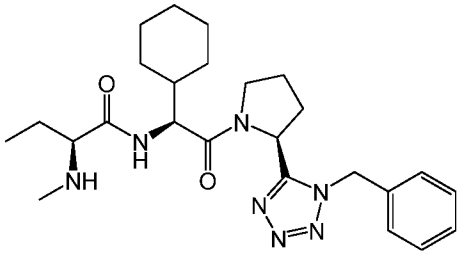
(S)-N-{(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-propionamide;



(S)-N-{(S)-2-[(S)-2-(2-Benzyl-2H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-butyramide;



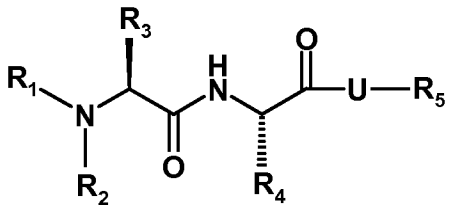
(S)-N-{(S)-2-[(S)-2-(1-Benzyl-1H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-propionamide; and



(S)-N-{(S)-2-[(S)-2-(1-Benzyl-1 H-tetrazol-5-yl)-pyrrolidin-1-yl]-1-cyclohexyl-2-oxoethyl}-2-methylamino-butyramide;

or a pharmaceutically acceptable salt thereof.

27. (Currently Amended) A compound of formula (IV)



IV

wherein

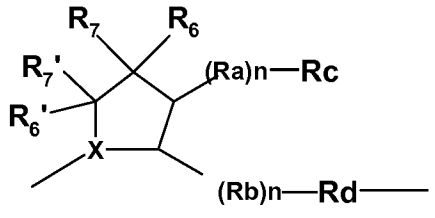
R_1 and R_3 are each independently methyl or ethyl;

R_2 is H, methyl, ethyl, chloromethyl, dichloromethyl or trifluoromethyl;

R_4 is C_1-C_4alkyl or C_3-C_7 cycloalkyl;

R_5 is H;

U is a structure of formula (II)



II

where

(a) X is N;

~~R_6, R'_6, R_7 and R'_7 are H;~~ R_6, R_6', R_7 and R_7' are H;

n is 0;

Rc is H;

Rd is Ar_1–D– Ar_2, where Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, and D is C_1 alkyl which is optionally substituted with halo, where the phenyl or the het of Ar_1 is attached to both (Rb)n and D, and the phenyl or the het of Ar_2 is attached to both D and R^5; or

(b) ~~X is N;~~

~~R_6, R'_6, R_7, and R'_7 are H; or~~

~~R_6 is -C(O)-C_1-C_4alkyl-phenyl and R'$_6$, R_7, and R'$_7$ are H;~~

~~n is O;~~

~~Rc is H;~~

~~Rd is Ar_1-D-Ar_2, wherein Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, and D is N(Rh), where Rh is H, Me, -CHO, -SO_2, -C(O), -CHOH, -CF_3 or –SO_2CH_3;~~

~~(c) X is N;~~

~~R_6, R'$_6$, R_7, and R'$_7$ are H;~~

~~n is O;~~

~~Rc is H;~~

~~Rd is Ar_1-D-Ar_2, where Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, and D is -O; or~~

~~(d) X is N;~~

~~R_6, R'$_6$, R_7, and R'$_7$ are H;~~

~~n is O;~~

~~Rc is H;~~

~~Rd is Ar_1–D–Ar_2, where Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, and D is S, S(O), or S(O)$_2$;~~

~~(e)~~ X is N;

~~R_6, R'$_6$, R_7, and R'$_7$ are H;~~ R_6, R_6', R_7 and R_7' are H;

~~n is O~~ n is 0;

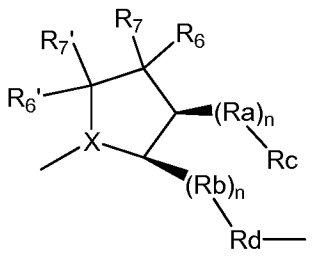
Rc is H;

Rd is Ar_1–D– Ar_2;

Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, and D is C(O), where the phenyl or the het of Ar_1 is attached to both (Rb)n and D, and the phenyl or the het of Ar_2 is attached to both D and R^5;

or a pharmaceutically acceptable salt thereof.

28. (Previously Presented) The compound of Claim 27 wherein U has a structure of formula V



V

or a pharmaceutically acceptable salt thereof.

29. (Currently Amended) The compound of Claim 28 wherein

(a) X is N;

~~R_6, R'_6, R_7 and R'_7 are H;~~ R_6, R_6', R_7 and R_7' are H;

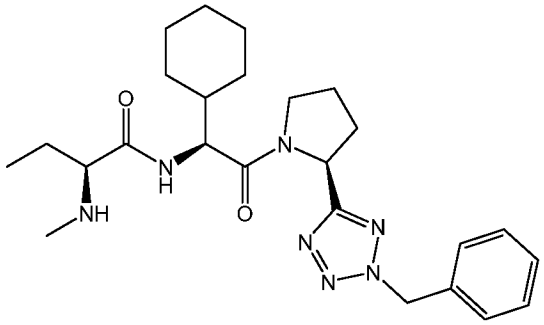
n is 0;

Rc is H;

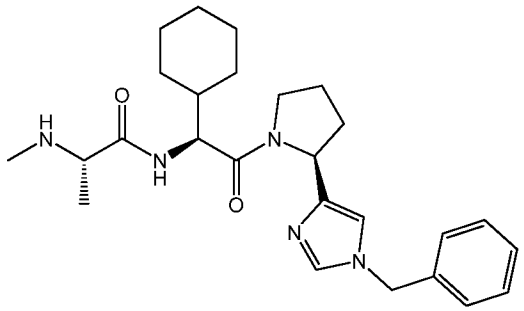
Rd is Ar_1–D– Ar_2, where Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, where the het is selected from the group consisting of tetrazolyl, 1,2,3-triazole, pyrazole, oxazole, pyrrolyl, triazine, pyrimidine, imidazole, and oxadiazole, and D is C_1 alkyl which is optionally substituted with halo, wherein the phenyl or the het of Ar_1 is attached to both (Rb)n and D, and the phenyl or the het of Ar_2 is attached to both D and R^5;

or a pharmaceutically acceptable salt thereof.

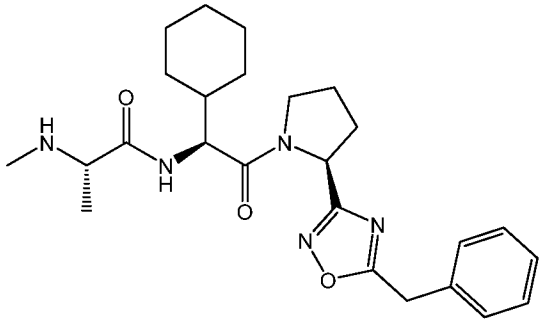
30. (Previously Presented) The compound of Claim 29 selected from the group consisting of



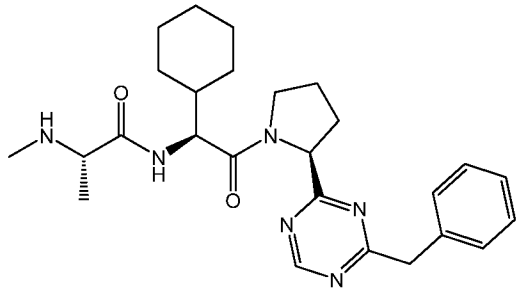
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-butanamide;



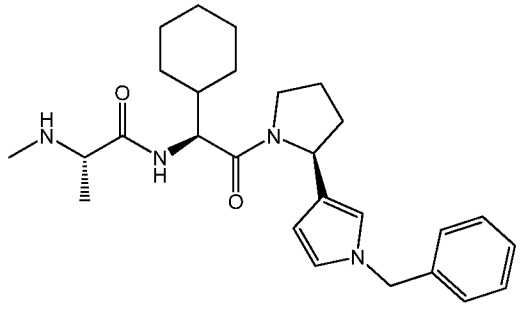
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-imidazol-4-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



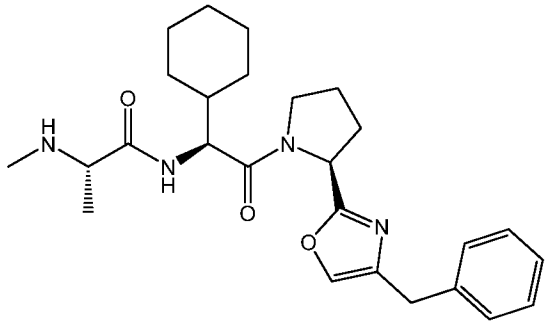
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[5-(phenylmethyl)-1,2,4-oxadiazol-3-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



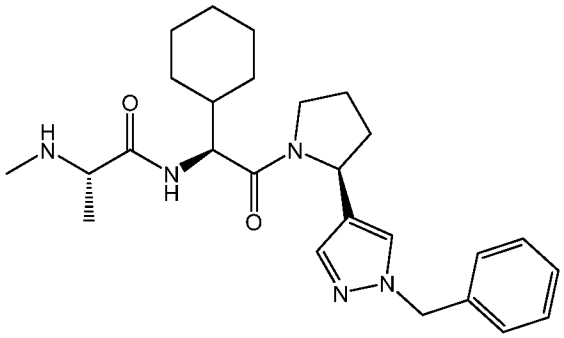
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[4-(phenylmethyl)-1,3,5-triazin-2-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



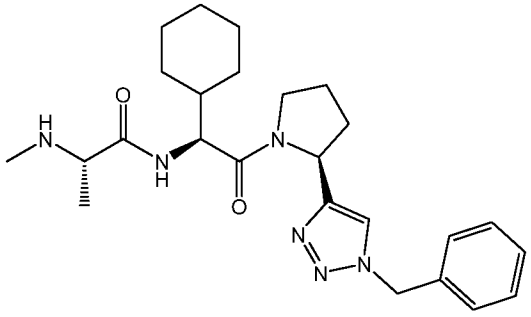
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-pyrrol-3-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



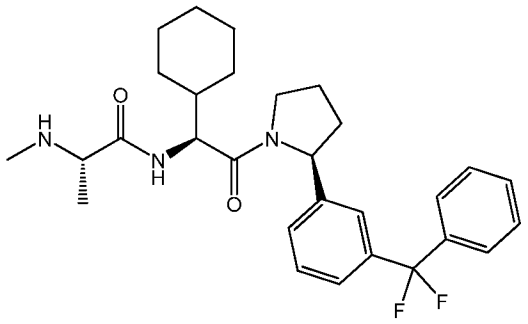
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[4-(phenylmethyl)-2-oxazolyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



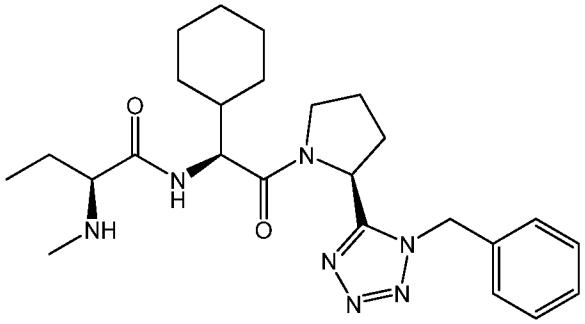
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-pyrazol-4-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



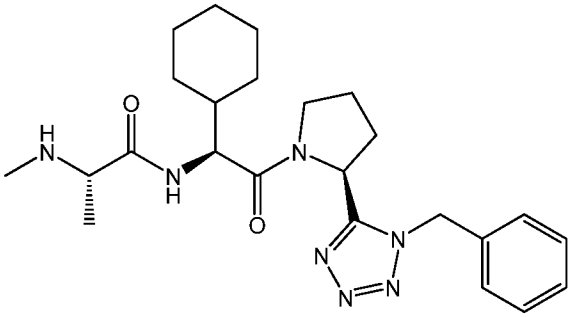
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-1,2,3-triazol-4-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



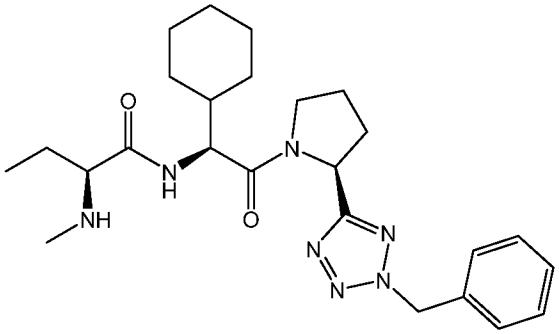
N-[(1S)-1-cyclohexyl-2-[(2S)-2-[3-(difluorophenylmethyl)phenyl]-1-pyrrolidinyl]-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



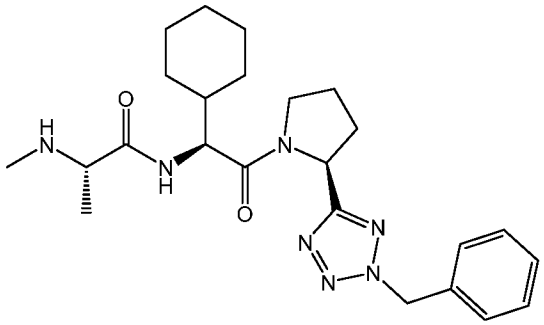
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-butanamide;



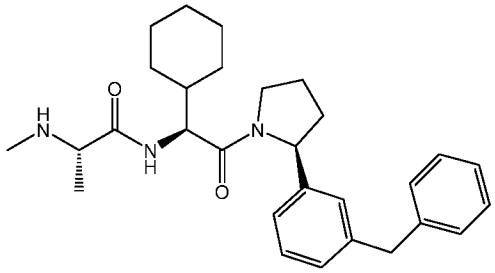
N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[1-(phenylmethyl)-1H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-butanamide;



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[2-(phenylmethyl)-2H-tetrazol-5-yl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide; and



N-[(1S)-1-cyclohexyl-2-oxo-2-[(2S)-2-[3-(phenylmethyl)phenyl]-1-pyrrolidinyl]ethyl]-2-(methylamino)-(2S)-propanamide;

or a pharmaceutically acceptable salt thereof.

31.-36. (Cancelled).

37. (Withdrawn and Currently Amended) The compound of Claim 28 wherein

~~(e)~~ (b) X is N;

~~R_6, R'_6, R_7, and R'_7 are H;~~ R_6, R_6', R_7 and R_7' are H;

~~n is O~~ n is 0;

Rc is H;

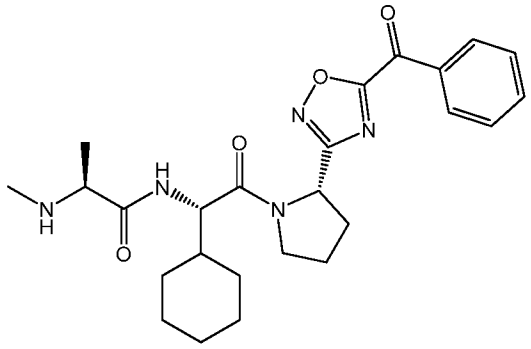
Rd is Ar_1–D– Ar_2;

Ar_1 and Ar_2 are each independently a substituted or unsubstituted phenyl or het, where the het is selected from the group consisting of oxazole, thiazole and oxadiazole, and D is C(O), where the phenyl or the

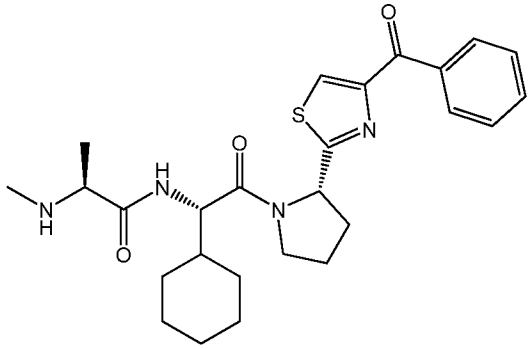
het of Ar_1 is attached to both (Rb)n and D, and the phenyl or the het of Ar_2 is attached to both D and R^5;

or a pharmaceutically acceptable salt thereof.

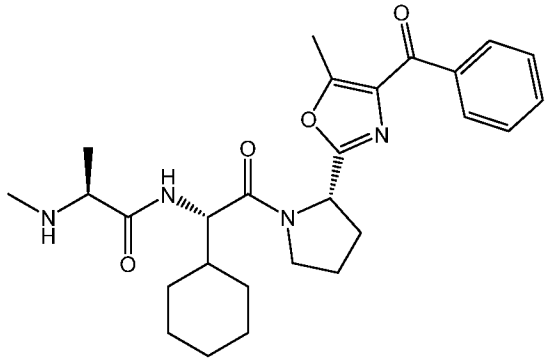
38. (Withdrawn) The compound of Claim 37 selected from the group consisting of



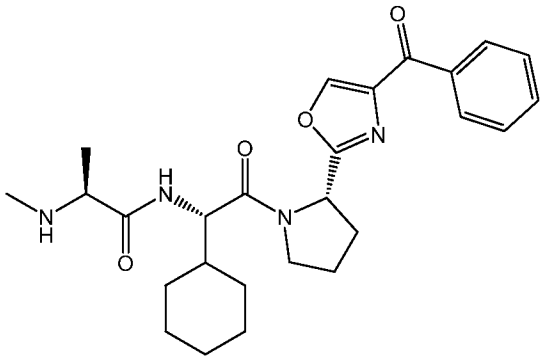
N-[(1S)-2-[(2S)-2-(5-benzoyl-1,2,4-oxadiazol-3-yl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



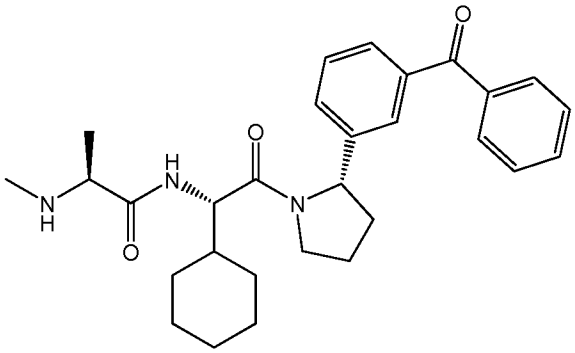
N-[(1S)-2-[(2S)-2-(4-benzoyl-2-thiazolyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-2-[(2S)-2-(4-benzoyl-5-methyl-2-oxazolyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;



N-[(1S)-2-[(2S)-2-(4-benzoyl-2-oxazolyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide; and



N-[(1S)-2-[(2S)-2-(3-benzoylphenyl)-1-pyrrolidinyl]-1-cyclohexyl-2-oxoethyl]-2-(methylamino)-(2S)-propanamide;

or a pharmaceutically acceptable salt thereof.